

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
Hunt Telecommunications, LLC)
("Transferor" and "Licensee"),)
Benchmark Communications, LLC)
("Licensee") and Nexus Systems, Inc.)
("Licensee"),) WC Docket No. 17-_____
)
and) and
)
Uniti Group Inc. (f/k/a Communications)
Sales & Leasing, Inc.)) File No. ITC-T/C-2017_____
("Transferee"),) File No. ITC-T/C-2017_____
)
)
For Authority Pursuant to Section 214 of)
the Communications Act of 1934, as)
Amended, to Transfer Control of Licensees)
to Uniti Group Inc.)

Joint Domestic and International 214 Application

Uniti Group Inc. (f/k/a Communications Sales & Leasing, Inc.) ("Uniti Group" or "Transferee"), Hunt Telecommunications, LLC, ("Hunt" or "Transferor"), Benchmark Communications, LLC ("Benchmark") and Nexus Systems, Inc. ("Nexus Systems") (Hunt, Benchmark and Nexus Systems, the "Licensees", and together with Transferee, "Applicants") respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, , and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, to transfer control of Licensees to Uniti Group (the "Transaction").

I. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because

immediately following the transaction (a) the Transferee (including its affiliates, as that term is defined in Section 3(1) of the Act) will have a market share in the interstate, interexchange market of less than 10 percent (10%); (b) the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants (or their affiliates) are dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b) because, as described more fully below, none of the exclusionary criteria set forth in Section 63.12(c) apply. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

II. Description of the Applicants

A. Hunt, Benchmark, and Nexus Systems

Hunt Telecommunications, LLC is a Louisiana limited liability company located at 106 Metairie Lawn Drive, Suite 200, Metairie, Louisiana 70001. Hunt provides local, long distance, Hosted PBX, VoIP and data services in the State of Louisiana.

Nexus Systems, Inc. is a Louisiana corporation located at 363 Venable Lane, Monroe, Louisiana 71203. Nexus Systems provides resold high speed telecommunications services, Internet access services, Wide Area Network services, and long-haul data transport services, primarily to government institutions, hospitals, schools, libraries and other carriers in Louisiana.

Benchmark Communications, LLC is a Louisiana limited liability company located at 106 Metairie Lawn Drive, Suite 200, Metairie, Louisiana 70001. Benchmark is a provider of

resold local and long distance services, Internet access and private cable services to multiple dwelling unit properties in the Gulf Coast area.

B. Uniti Group

Uniti Group Inc. (NASDAQ: UNIT), f/k/a Communications Sales and Leasing, Inc.,¹ is a Maryland corporation headquartered at 10802 Executive Center Drive, Benton Building, Suite 300, Little Rock, Arkansas 72211. Uniti Group is a publicly traded real estate investment trust that engages in the acquisition and construction of infrastructure in the communications industry. Uniti Group leases to Windstream various telecommunications network assets (in certain states), including fiber and copper networks and other real estate through a sale-lease back arrangement. Uniti Group also owns a number of telecommunications service providers, and through those subsidiaries and operations, currently owns 4.2 million fiber strand miles, 486 wireless towers in the U.S. and internationally, and other property across dozens of states and countries. Additional information on Uniti Group can be found at: www.uniti.com/about/uniti.

Uniti Group does not provide telecommunications services in its own right. However, it owns Talk America Services, LLC (“TAS”), a Delaware limited liability company, which is licensed as a telecommunications service provider in several states and is authorized by the FCC to provide domestic and international telecommunications services.² It also owns Tower Cloud, Inc., as well as Uniti Fiber LLC, (as well as various operating subsidiaries (collectively “Uniti

¹ Communications Sales and Leasing, Inc. changed its name to Uniti Group Inc. in order to align with the name brand of its principal business units: Uniti Towers, Uniti Fiber, and Uniti Leasing. Effective at market open on February 27, 2017, trading for Uniti Group Inc. began under the symbol “UNIT” (NASDAQ: UNIT). The name change did not affect the rights of the company’s stockholders, did not represent a transfer of control, and no action was or is required by stockholders with respect to the name change. The Company’s new website is www.uniti.com.

² See ITC-214-20141022-00280.

Fiber”)), which provide enterprise telecommunications services and cellular site backhaul services in several states.

Yacht Merger Sub, L.L.C. (“Merger Sub”) is a Louisiana limited liability company owned by Uniti Group, and created for the purpose of effectuating the Transaction. Merger Sub has the same principal place of business as Uniti Group and does not provide telecommunications services in its own right.

III. DESCRIPTION OF THE TRANSACTION

On February 22, 2017, Communications Sales & Leasing, Inc. (now Uniti Group), Uniti Holdings LP (a wholly owned subsidiary of Uniti Group and the “acquirer” of the Licensees), Merger Sub, and Hunt, entered into an Agreement and Plan of Merger (“Agreement”) pursuant to which Uniti Group will acquire control of Licensees. Specifically, under the Agreement, Uniti Group’s wholly owned subsidiary, Merger Sub, will merge with and into Hunt, with Hunt surviving the merger as a wholly owned subsidiary of Uniti Group (and its subsidiary, Uniti Holdings LP). For the Commission’s reference, pre- and post-transaction organization charts are provided as **Exhibit A**.

While the Transaction will result in changes in the ultimate ownership of Licensees, it is not expected to change or affect its customer-facing activities. The Applicants anticipate that customers will benefit from the enhanced access of Licensees to capital and financial strengths of Uniti Group. The post-Transaction management of the Licensees will also be able to draw upon the substantial experience in the telecommunications industry of the current management teams of Uniti Group and its subsidiaries.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and the Transferee submits the following information requested in Section 63.18(h)-(p) in support of this Application:

63.18(a) - Name, address and telephone number of each Applicant:

Licensees:

Hunt Telecommunications, LLC
106 Metairie Lawn Drive, Suite 200
Metairie, Louisiana 70001
800-707-HUNT
(FRN: 0011210416)

Nexus Systems, Inc.
363 Venable Lane
Monroe, Louisiana 71203
866-340-0750
(FRN: 0010005379)

Benchmark Communications, LLC
106 Metairie Lawn Drive, Suite 200
Metairie, Louisiana 70001
504-293-4000
(FRN: 0011618238)

Transferor:

Hunt Telecommunications, LLC
106 Metairie Lawn Drive, Suite 200
Metairie, Louisiana 70001
800-707-HUNT
(FRN: 0011210416)

Transferee:

Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
Tel: (501) 850-0820
(FRN: 0024594681)

63.18(b) - Government, State, or Territory Under the Laws of Which Each Applicant is Organized:

Uniti Group is a Maryland corporation
Hunt is a Louisiana limited liability company
Benchmark is a Louisiana limited liability company
Nexus Systems is a Louisiana corporation

63.18(c) - Correspondence concerning this Application should be sent to:

Questions or inquiries concerning this Application may be directed to:

For Transferee:

Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski
Morgan Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
(202) 739-3000 (Tel)
(202) 739-3001 (Fax)
ronald.delsesto@morganlewis.com
jeffrey.strenkowski@morganlewis.com

and:

Daniel Heard
Executive Vice President – General
Counsel and Secretary
Uniti Group Inc.
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, Arkansas 72211
(501) 850-0820 (Tel)
daniel.heard@uniti.com

For Licensees and Transferor:

Leon Nowalsky, Esq.
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005
(504) 832-1984 (Tel)
lnowalsky@nbglaw.com

and:

Robert Leithman, Managing
Member
Hunt Telecommunications, LLC
106 Metairie Lawn Dr., Suite
220
Metairie, LA 70001
(888) 707-4868 (Tel)
Robert.Leithman@hunttel.com

63.18 (d) Section 214 Authorizations:

Licensees each hold presumptive blanket domestic Section 214 authority pursuant to 47

C.F.R. § 63.01.

Benchmark is authorized to provide international telecommunications services on a global or limited global facilities-based or resale basis through authority granted in ITC-214-20041005-00393.

Hunt is authorized to provide international telecommunications services on a global or limited global facilities-based or resale basis through authority granted in ITC-214-20140114-00010.

63.18 (h) Name, address, citizenship and principal business of any person or entity that owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent), and any interlocking directorates with a foreign carrier:

1. Pre-Transaction Direct Ownership of Licensees

Name: Hunt Telecommunications, LLC
Address: 106 Metairie Lawn, Suite 220
Metairie, Louisiana 70001
Citizenship: United States
Principal Business: Telecommunications
Ownership: 50% direct in Benchmark and 100% in Nexus Systems

Name: Kevin Hunt, an individual
Address: 42068 Fire Tower Road
Ponchatoula, LA 70454
Citizenship: United States
Principal Business: Telecommunications
Ownership: 24% direct in Hunt, 24% indirect in Nexus Systems, and 12% indirect in Benchmark

Name: Jason Hunt, an individual
Address: 42068 Fire Tower Road
Ponchatoula, LA 70434
Citizenship: United States
Principal Business: Telecommunications
Ownership: 24% direct in Hunt, 24% indirect in Nexus Systems, and 12% indirect in Benchmark

Name: Robert Leithman, an individual
Address: 613 Jefferson Avenue
Metairie, LA 70001
Citizenship: United States

Principal Business: Telecommunications
Ownership: 17.335% direct in Hunt and 17.335% indirect in Nexus Systems

Name: Madeleine G. Leithman, an individual
613 Jefferson Avenue
Metairie, LA 70001

Citizenship: United States
Principal Business: Investor
Ownership: 14.701% direct in Hunt and 14.701% indirect in Nexus Systems

Name: Crescent Affiliates, Inc.
Address: 106 Metairie Lawn, Suite 220
Metairie, Louisiana 70001

Citizenship: United States
Principal Business: Investments
Ownership: 50% direct in Benchmark

Name: Mark L. Guidry, an individual
Address: 426 Dorrington Blvd.
Metairie, LA 70005
Citizenship: United States
Principal Business: Investor
Ownership: 50% direct in Crescent, and 25% indirect in Benchmark

Name: Joan P. Guidry
Address: 426 Dorrington Blvd.
Metairie, LA 70005
Citizenship: United States
Principal Business: Investor
Ownership: 50% direct in Crescent, and 25% indirect in Benchmark

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensees.

2. Post-Transaction Ownership of Applicants

Following the Transaction, the following persons or entities will directly or indirectly own 10% or greater of Licensees as calculated pursuant to the Commission ownership attribution rules for wireline telecommunications carriers:

Name: Hunt Telecommunications, LLC
Address: 106 Metairie Lawn Drive, Suite 200
Metairie, La, 70005
Ownership: 100% directly in Nexus Systems and 50% directly in Benchmark
Citizenship: Louisiana
Principal Business: Service Provider

Name: Crescent Affiliates, Inc.
Address: 106 Metairie Lawn, Suite 220
Metairie, Louisiana 70001
Citizenship: United States
Principal Business: Investments
Ownership: 50% direct in Benchmark

Name: Mark L. Guidry, an individual
Address: 426 Dorrington Blvd.
Metairie, LA 70005
Citizenship: United States
Principal Business: Investor
Ownership: 50% direct in Crescent, and 25% indirect in Benchmark

Name: Joan P. Guidry
Address: 426 Dorrington Blvd.
Metairie, LA 70005
Citizenship: United States
Principal Business: Investor
Ownership: 50% direct in Crescent, and 25% indirect in Benchmark

Name: Uniti Holdings LP
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Hunt (100% indirectly in Nexus Systems and 50% indirectly in Benchmark)
Citizenship: Delaware
Principal Business: Holding Company

Name: Uniti Holdings GP, LLC
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: Non-economic General Partner in Uniti Holdings LP (100% indirectly in Hunt and Nexus Systems, 50% indirectly in Benchmark)
Citizenship: Delaware
Principal Business: Holding Company

Name: New OP, LP³
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 100% directly in Uniti Holdings GP, LLC, and 100%
directly and indirectly in Uniti Holdings LP (through
ownership in Uniti Holdings GP, LLC)
Citizenship: U.S.
Principal Business: Holding Company

Name: New LP LLC⁴
Address: 10802 Executive Center Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: 1% directly in New OP, LP
Citizenship: U.S.
Principal Business: Holding Company

Name: Uniti Group Inc. (NASDAQ: UNIT)
Address: 10802 Executive Drive, Benton Building, Suite 300
Little Rock, Arkansas 72211
Ownership: General Partner and 99% ownership directly in New OP
LP, and 100% in New LP LLC (thus, 100% indirectly in
Hunt and Nexus Systems, and 50% indirectly in
Benchmark)
Citizenship: Maryland
Principal Business: Real Estate Investment Trust

No other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensees.

63.18 (i) Foreign Carrier Affiliations:

The Applicants do not have any foreign carrier affiliations.

63.18 (j) Destination Country Certifications:

Not applicable. Applicants do not have any foreign carrier affiliations.

³ The name and jurisdiction of organization of New OP LP has not yet been determined. New OP LP will be a limited partnership. It will be formed in a U.S. state. Note that Uniti Group will be submitting a pro forma transfer of control notice concerning the insertion of New OP, LP and New LP LLC into its ownership structure, as well as the movement within the corporate structure of Talk America Services LLC, an operating company owned by Uniti Group.

⁴ The name and jurisdiction of organization of New LP LLC has not yet been determined. New LP LLC will be a limited liability company. It will be formed in a U.S. state. See n.3, above.

63.18 (k) WTO Membership for Destination Countries:

Not applicable. Applicants do not have any foreign carrier affiliations.

63.18 (l) Reserved

63.18 (m) Dominance Classification:

Not applicable. Applicants do not have any foreign carrier affiliations.

63.18 (n) Special Concessions:

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o) Federal Benefits:

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p) Streamlined Processing:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) and 63.18(p) of the Commission's Rules, because subsequent to consummation of the proposed transaction, Transferee (and its affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their affiliates) are dominant with respect

to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully above.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

63.04(a)(1): Name, address and telephone number of each Applicant:

Please refer to response to 63.18(a) above.

63.04(a)(2): Jurisdiction of Organizations:

Please refer to response to 63.18(b) above.

63.04(a)(3): Correspondence concerning this Application should be sent to:

Please refer to response to 63.18(c) above.

63.04(a)(4): Ownership Information

Please refer to response to 63.18(d) above.

63.04(a)(5): Anti-Drug Abuse Act Certification

Please refer to response to 63.18(o) above.

63.04(a)(6): Description of the Transaction

Please refer to Section III above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Licensees: Hunt and Nexus Systems are both authorized to provide telecommunications services in Louisiana. Benchmark is authorized to provide telecommunications services in Alabama, Florida, Louisiana and Mississippi.

Transferee: Transferee does not provide telecommunications services in its own right. However, it owns TAS, which is licensed as a telecommunications service provider in several states. TAS is authorized to provide telecommunications services in all states and the District of Columbia, except Alaska, California and Hawaii. Transferee also owns several subsidiaries in its “Uniti Fiber” business unit (i.e., Tower Cloud, Uniti Fiber LLC (and its operating subsidiaries), and Contact Network) which are authorized to provide telecommunications services in: Alabama, Delaware, the District of Columbia, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Virginia and West Virginia and Wisconsin.

Transferor: Transferor does not provide telecommunications services in its own right.

63.04(a)(8): Streamlining Categorization

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, Transferee (and its Affiliates (as defined in the Act)) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served

by a dominant local exchange carrier that is not a party to the Transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

Applicants intend to file one or more Form 603 applications for the transfer of control of certain wireless microwave licenses held by Licensees with the Wireless Telecommunications Bureau through the Commission's Universal Licensing System.

63.04(a)(10): Special Consideration Requests

No party to the Transaction is facing imminent business failure. However, prompt completion of the proposed Transaction is nonetheless critical to ensure that Applicants can obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application in a time frame comparable to the timing applicable to streamlined applications in order to allow Applicants to consummate the proposed Transaction as soon as possible.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

The Transaction described in this Application will serve the public interest. The Transaction will result in the transfer of control of Licensees to a well-qualified company with a strong management team and substantial telecommunications experience and expertise.

Applicants further submit that the Transaction will enhance the ability of the Licensees to compete in the telecommunications marketplace. The Licensees will have access to the operational and managerial resources of Uniti Group, and such support will strengthen their competitive position. The Transaction will also expand Uniti Group's business operations and

asset portfolio, thereby establishing a stronger and more diversified competitor in the telecommunications market.

The Licensees will continue to offer competitive and innovative products following the Transaction at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). The Transaction is expected to be transparent to their customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. Ultimately, the Transaction will benefit businesses and consumers by enabling the Licensees to become stronger competitors in their markets and to expand their offerings through access to Uniti Group's capital. Any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules (because the certificated, customer-facing service provider will be unchanged), or adversely affect the market for telecommunications services. The Transaction also will not adversely affect competition for the provision of telecommunications because, after the close of the Transaction, customers will continue to be served by the Licensees.

IV. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Jeffrey R. Strenkowski

Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski
Morgan Lewis & Bockius, LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: (202) 739-3000
Fax: (202) 739-3001
Email: ronald.delsesto@morganlewis.com
jeffrey.strenkowski@morganlewis.com

Counsel to Transferee

Leon Nowalsky, Esq.
Nowalsky & Gothard, APLLC
1420 Veterans Blvd.
Metairie, LA 70005
(504) 832-1984 (Tel)
lnowalsky@nbglaw.com

Counsel to Transferor and Licensees

Dated: March 24, 2017

LIST OF EXHIBITS

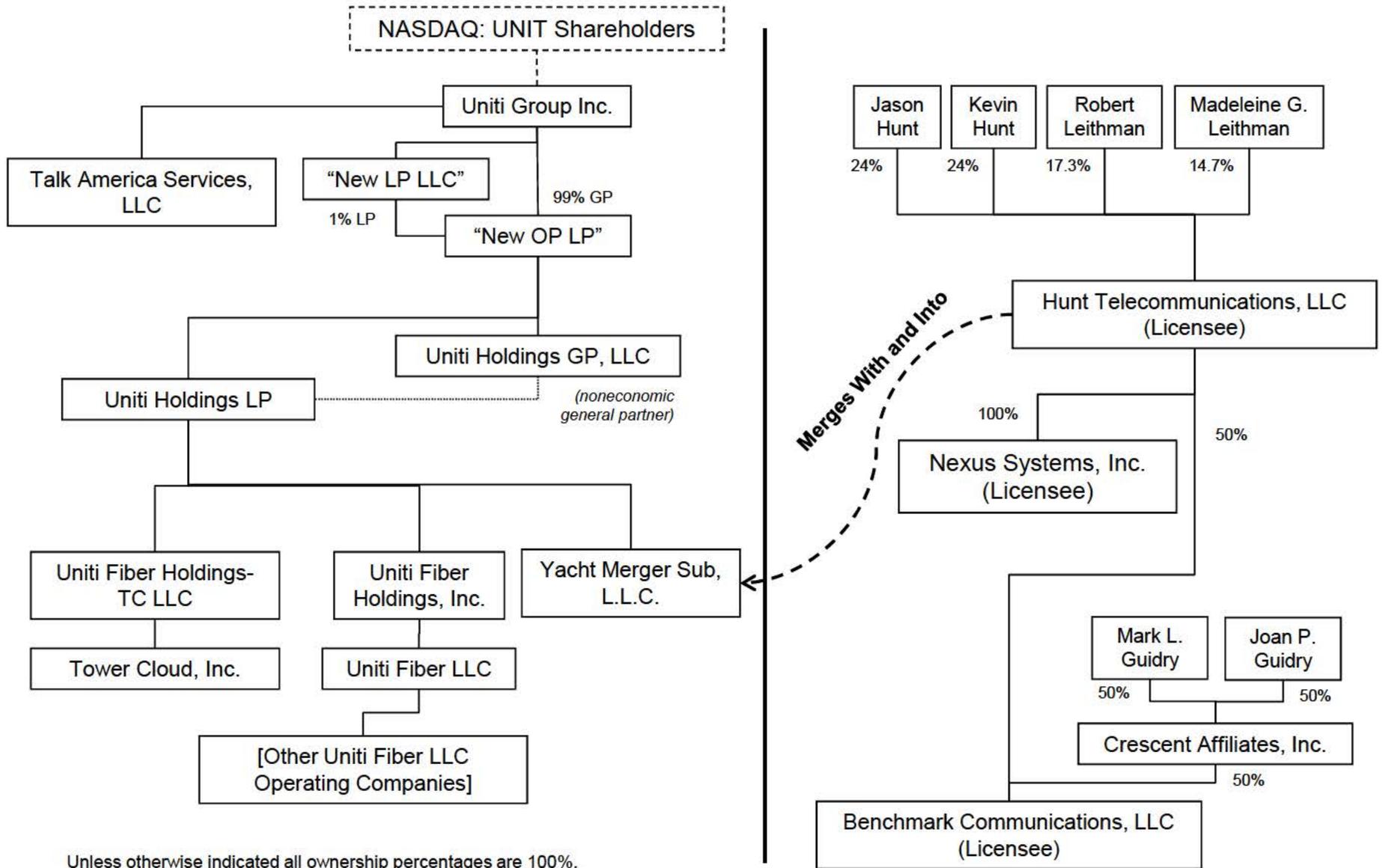
EXHIBIT A – Corporate Structure and Transaction Chart

VERIFICATIONS

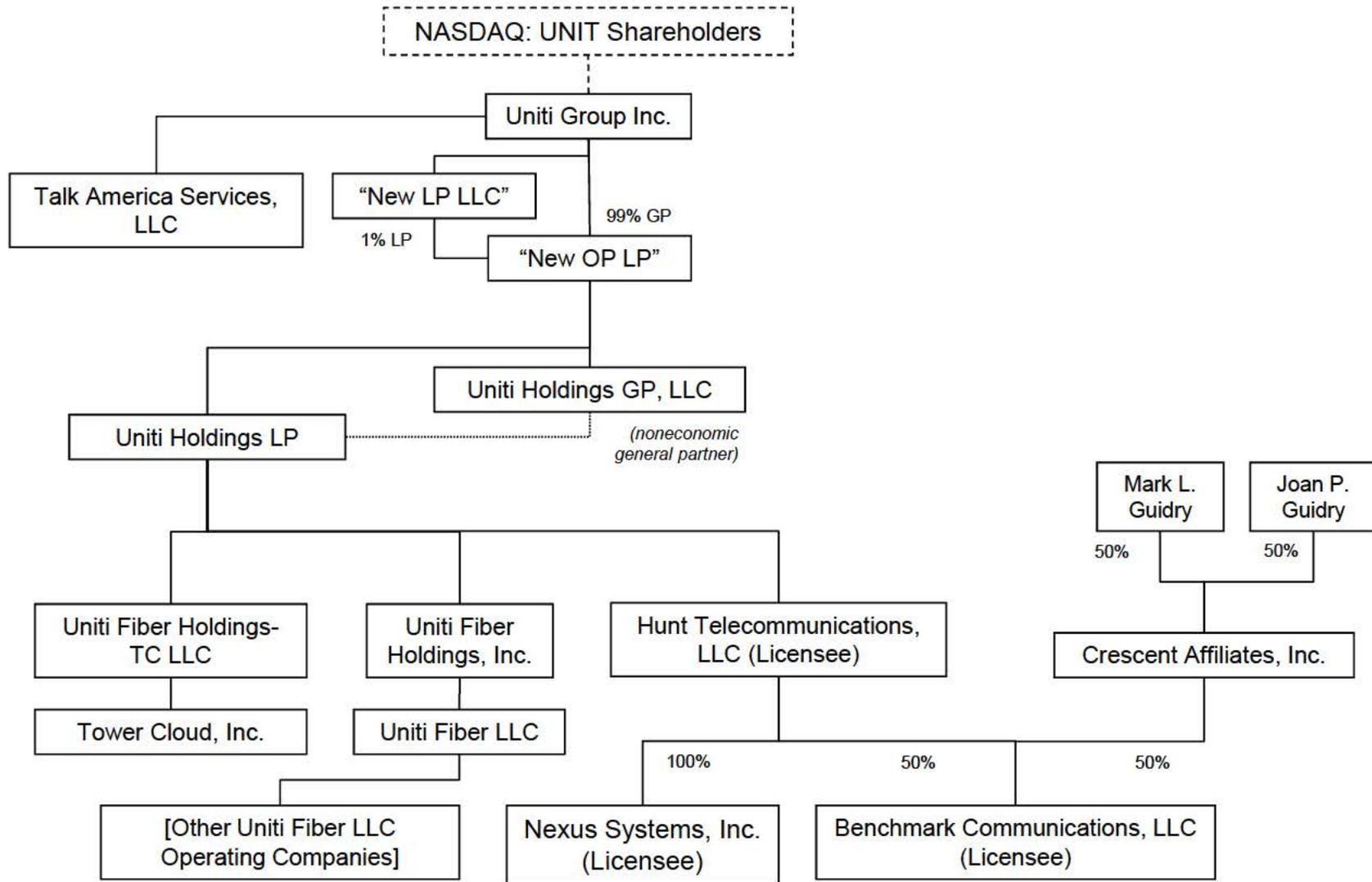
EXHIBIT A

Corporate Structure and Transaction Chart

Pre-Transaction Organizational Structure



Post-Transaction Organizational Structure



Unless otherwise indicated all ownership percentages are 100%.

VERIFICATIONS

STATE OF ARKANSAS

§
§
§

PULASKI COUNTY

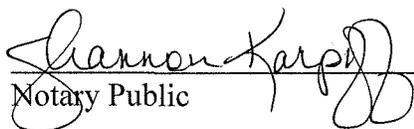
VERIFICATION

I, Daniel Heard, hereby declare that I am Executive Vice President - General Counsel and Secretary of Uniti Group Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; that I am familiar with the facts set forth in the foregoing filing; and that, with respect to the Company and its subsidiaries, the contents of that filing are true and correct to the best of my knowledge, information, and belief.

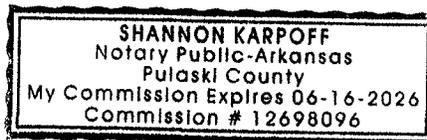


Daniel Heard
Executive Vice President – General Counsel and Secretary
Uniti Group Inc.
10802 Executive Center Drive
Benton Building Suite 300
Little Rock, AR 72211

Subscribed and sworn to me this 16 day of March, 2017.



Notary Public



STATE OF LOUISIANA

PARISH OF JEFFERSON

VERIFICATION

I, Robert Leithman, am a Managing Member of Hunt Telecommunications, LLC and Benchmark Communications, LLC and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: Robert Leithman
Title: Managing Member

Sworn to and subscribed before me, Notary Public, in and for the State and Parish named above, this 15th day of MARCH, 2017



Notary Public

My commission expires: AT DEATH

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number : 4339